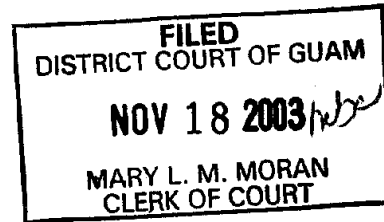


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Attorneys for Plaintiff Shell Guam, Inc.

IN THE DISTRICT COURT OF GUAM

SHELL GUAM, INC.,  
a Guam corporation,

Plaintiff and Counter-Defendant,

vs.

F/V PALAUMARUNO. 1,

Defendant and Counter-Claimants,

and

RRG INTERNATIONAL, INC.,

Claimant and Plaintiff-in-Intervention.

CIVIL CASE NO. CIV03-00029

ANSWER OF PLAINTIFF and  
COUNTER-DEFENDANT SHELL  
GUAM, INC. TO VERIFIED  
COMPLAINT IN INTERVENTION  
BY CLAIMANT and PLAINTIFF-  
IN-INTERVENTION RRG  
INTERNATIONAL, INC.;  
DECLARATION OF SERVICE

COMES NOW, Plaintiff and Counter-Defendant Shell Guam, Inc. (hereinafter "Shell") and files its Answer to Verified Complaint in Intervention by Claimant and Plaintiff-in-Intervention RRG International, Inc. (hereinafter "RRG") alleges as follows:

1. Shell admits the allegations contained in paragraphs 1, 3, 7, and 8.
2. Shell is without sufficient information to form a belief as to the allegations contained in paragraphs 2 and 5.
3. Shell denies each of the other allegations contained in RRG's Verified Complaint.

ORIGINAL

6 **AFFIRMATIVE DEFENSES**

7 **First Affirmative Defense**

- 8 4. RRG's Verified Complaint fails to state a cause of action.

9 **Second Affirmative Defense**

- 10 5. Some or all of the necessities which to have been provided to Defendant F/V Palau  
11 Maru No. 1 (hereinafter "Vessel") by RRG were not reasonably necessary and therefore not subject  
12 to a claim of lien.

13 **Third Affirmative Defense**

- 14 6. RRG does not rely on the value of the Vessel and was otherwise so situated that it  
15 is not entitled to claim a lien.

16 **Fourth Affirmative Defense**

- 17 7. RRG engaged in inequitable conduct so that any lien it may have is subject to  
18 equitable subordination.

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6 WHEREFORE, Shell prays that RRG take nothing by way of its Verified Complaint in  
7 Intervention.

8 Dated this 18 day of November 2003.

9 ZAMSKY LAW FIRM  
10 Attorneys for Plaintiff and Counter-Defendant  
11 Shell Guam, Inc.

12 By: 

13 STEVEN A. ZAMSKY  
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6 **DECLARATION OF SERVICE**

7 I, Steven A. Zamsky, hereby declare under penalty of perjury of the laws of the United  
8 States, that on the 18 day of November 2003, I caused to be served by hand delivery a true and  
9 correct copy of the foregoing **ANSWER OF PLAINTIFF and COUNTER-DEFENDANT**  
10 **SHELL GUAM, INC. TO VERIFIED COMPLAINT IN INTERVENTION BY CLAIMANT**  
11 **and PLAINTIFF-IN-INTERVENTION RRG INTERNATIONAL, INC.; DECLARATION**  
12 **OF SERVICE** upon David P. Ledger, Esq., CARLSMITH BALL, LLP, Suite 401, Bank of  
13 Hawaii Building, 134 West Soledad Avenue, Hagåtña, Guam USA 96910, Attorneys for Plaintiff  
14 Hansen Helicopters, Inc.

15  
16 Dated this 18 day of November 2003.

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19 STEVEN A. ZAMSKY

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27 Z8(004.695)\PLD\P#2075  
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